

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, et al.

Debtors¹

)
)
)
) Chapter 11
)
) Case No. 18-23538 (RDD)
) Jointly Administered

**DECLARATION OF KITTY CHOW (ZHOU QIUHUA) IN SUPPORT OF RESPONSE
OF WINNERS INDUSTRY CO., LTD. IN OPPOSITION TO DEBTORS'
TENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(TO RECLASSIFY CLAIMS)(Docket # 5237)**

I, Kitty Chow (Zhou Qiuhua), declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a Director of Winners Industry Co., Ltd. ("Winners") and I submit this supplemental declaration in support of the *Motion of Winners Industry Co., Ltd. for Allowance and Payment of Administrative Expense Claims* (Dkt. No. 1386) (the "AEC Motion").

2. Winners is among the Debtors' largest suppliers of artificial Christmas trees and wreaths. Winners has supplied these goods to the Debtors since 2015. Due to the nature of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

goods, Winners supplies Debtors on a seasonal basis only. The first shipment of the year is usually in June and the last in late September.

3. Winners sold goods on credit to the Debtors (specifically, Kmart Corporation and Sears, Roebuck and Co.) via 21 separate shipments during the 2018 season. The 21 shipments involved over 170 containers of goods with a total value of \$5,359,201.08. Winners has not been paid for any shipment.

4. Winners sold these goods in the ordinary course of business and under the same payment and shipping terms the parties historically used. Winners shipped the goods F.O.B. ("free on board").

5. As of October 15, 2018 (the "Petition Date"), when the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, Winners had goods on the water destined for Kmart Corporation and Sears, Roebuck and Co. pursuant to various invoices totaling \$870,861.32 (the "Goods"). The related documents may be found in Exhibits S, U–W of the AEC Motion.

6. Until Sears' physical receipt of the Goods, Winners through the common carriers had control and dominion over the Goods. Winners could have orders that the common carriers to hold the Goods pending further instructions from it rather than permit physical delivery of the Goods to the Debtors.

7. On or about October 15, 2018, Winners received a letter from Sears' Chief Financial Officer, Robert Riecker, addressed to the Debtors' vendors, stating:

The company intends to pay our vendors in the ordinary course for all goods and services provided on or after the filing date. Invoices for these goods and services should be submitted through the ordinary channels, and payments will be processed in accordance with the terms of our purchase order or contract. Claims for

amounts owed, for goods delivered, and services rendered prior to the filing date will be determined by the Court.

The letter is attached as Exhibit A.

8. On October 15, 2018, the Debtors also filed the *Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants, and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Order Delivered to the Debtors Postpetition and Satisfy Such Obligations in the Ordinary Course of Business* (the “Postpetition Administration Motion”) (Dkt. No. 14).

9. In their Postpetition Administration Motion, the Debtors requested an order:

. . . granting administrative priority status to all undisputed obligations of the Debtors owing to third party vendors and suppliers arising from the postpetition delivery of goods ordered prior to the [Petition Date] and authorizing the Debtors to pay such obligations in the ordinary course of business.

POSTPETITION ADMINISTRATION MOTION, ¶ 5

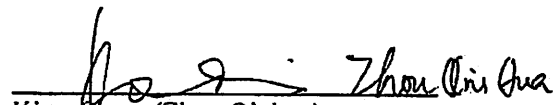
10. In reasonable reliance on the Debtors’ affirmative written statements that it would pay for the Goods, Winners decided neither stop delivery nor to recall the Goods, although Winners could have readily done so.

11. But for the Debtors’ affirmative conduct and statements to induce Winners’ post-petition continued performance under the subject purchase orders, Winners would not have permitted delivery of the Goods.

12. I, Kitty Chow (Zhou Qiuhua), declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 5 day of October, 2019.

Dongguan, China


Kitty Chow (Zhou Qiuhua)
Director, Winners Industry Co., Ltd.

Letter to Vendors

Date: October 15, 2018
To: Vendors
From: Robert Riecker
Re: An Important Update from Sears Holdings

To our valued vendors:

I am writing to give you an important update about Sears Holdings.

We have announced a series of actions to position us to establish a sustainable capital structure, continue streamlining our operations, and grow profitably for the long term. While we have sought to avoid a Chapter 11 process, we have ultimately determined that this is the most effective and orderly way to achieve a debt solution as efficiently as possible and be better positioned for the future. We began this process on October 15. Our goal is to emerge as a member-centric company, reorganized around a smaller platform of profitable stores, with the capital needed to allow us to prosper in the future.

We appreciate your ongoing support and are committed to being a great partner to you through this period and beyond. As a first step, we filed a number of customary motions with the Bankruptcy Court to ensure a smooth transition into the restructuring process without disruption to our day-to-day operations.

I would like to highlight some key points from our announcement:

- **We're open for business:** Our Sears and Kmart stores, and online and mobile platforms, are open and continue to serve our members and customers. Further, Sears Holdings' services and brand businesses will also operate as usual. We continue to rely on you to provide the goods and services necessary for us to continue providing our customers and members with trusted service.
- **We do not anticipate any impact to vendor payments:** We intend to pay vendors in the ordinary course for all goods and services provided on or after the filing date. Invoices for these goods and services should be submitted through the ordinary channels, and payments will be processed in accordance with the terms of our purchase order or contract. Claims for amounts owed, for goods delivered, and services rendered prior to the filing date will be determined by the Court.
- **We have sufficient funding for ongoing operations:** We have received commitments for \$300 million in new debtor-in-possession (DIP) financing and are negotiating a \$300 million subordinated DIP financing. Subject to court approval, this financing is expected to support our operations – and meet our obligations to vendors – during this process.

LEADERSHIP CHANGES

In conjunction with this news, Eddie Lampert has stepped down as CEO. To manage the day-to-day operations of the Company, our Board of Directors has created an Office of the CEO, which will be composed of Robert A. Riecker, Chief Financial Officer; Leena Munjal, Chief Digital Officer; and Gregory Ladley, President of Apparel and Footwear. This strong group will be supported by our new Chief

Restructuring Officer, Mohsin Meghji of M-III Partners, as well as the rest of our Senior Leadership Team. They will be very focused on our vendor partners, and look forward to working with you through our restructuring process.

KEEPING YOU INFORMED

As part of our commitment to you, we will update you throughout the process. You can expect that your points-of-contact at the company will remain the same – and you will be hearing from this person shortly.

In the meantime, to help answer questions you may have about our restructuring, we have posted information for our vendors, including FAQs, on the following website: restructuring.searsholdings.com. You can also contact Sears Holdings' claims agent, Prime Clerk, at (844) 384-4460 (for toll-free domestic calls) and +1 (929) 955-2419 (for tolled international calls), or email searsinfo@primeclerk.com. While we anticipate today will be a very busy day, we will make every effort to return your call or email and connect with you on any questions you may have.

Thanks to your continued support and the proactive steps we're taking, we look forward to Sears Holdings emerging stronger than before. We look forward to continuing our work together.

Sincerely,

Robert Riecker
Chief Financial Officer

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Vendor Talking Points

Introduction

- As one of our valued vendors, we want to give you an important update about Sears Holdings.
- As you know, over the last several years, we have worked hard to transform our business.

Our Chapter 11 Filing

- We have announced a series of actions to position us to establish a sustainable capital structure, continue streamlining our operations, and grow profitably for the long term.
- Our goal is to emerge as a member-centric company, reorganized around a smaller platform of profitable stores, with the capital needed to allow us to prosper in the future.

Business as Usual

- We are open for business and the restructuring will have little impact on our day-to-day operations.
- As a first step, we filed a number of customary motions with the Bankruptcy Court to ensure just that.
- Importantly, we have sufficient funding for ongoing operations.
- We have received commitments for \$300 million in new debtor-in-possession (DIP) financing and are negotiating a \$300 million subordinated DIP financing.
- Subject to court approval, this financing is expected to support our operations – and meet our obligations to vendors – during this process.

Impact on Vendor Claims

- We intend to pay vendors and partners in the ordinary course for all goods and services provided on or after the filing date.
 - Invoices for these goods and services should be submitted through the typical channels, and payments will be processed in accordance with the terms of your purchase order or contract.
- Claims for amounts owed, for goods delivered, and services rendered prior to the filing date will be determined by the Court.

Leadership Change

- To manage the day-to-day operations of the Company, our Board of Directors has created an Office of the CEO, which will be composed of Robert A. Riecker, Chief Financial Officer; Leena Munjal, Chief Digital Officer; and Gregory Ladley, President of Apparel and Footwear.
- The Office of the CEO will be supported by our newly appointed Chief Restructuring Officer, Mohsin Meghji of M-III Partners, as well as our Senior Leadership Team.
- They will be very focused on our vendor partners, and look forward to working with you through our restructuring process.
- Eddie Lampert has stepped down as CEO. He will remain Chairman of the Board.

Ongoing Partnership with Our Vendors

- We are committed to being a great partner to you through this period and beyond.
- We are committed to paying you on a timely basis for the goods and services you provide to us on a going-forward basis.
- During this process, we continue to rely on you to provide the goods and services necessary for us to continue providing our customers and members with trusted service.

Commitment to Communication

- We will provide updates throughout the process as events warrant.
- You can expect that your points-of-contact at the company will remain the same.
- I'm happy to answer any questions you may have to the best of my abilities.
- To help answer some of the most common vendor questions about our restructuring, we have posted information for our vendors, including FAQs, on the following website: restructuring.searsholdings.com.

Conclusion

- Thank you for your continued support.
- We believe the proactive steps we're taking will help Sears Holdings emerge stronger than before.

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